

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et. al.*,

Debtors.

x

:

Chapter 11 Case No.

:

08-13555 (JMP)

:

(Jointly Administered)

x

**SECOND SUPPLEMENTAL AFFIDAVIT AND
DISCLOSURE STATEMENT OF JULIAN S.H. CHUNG, ESQ.,
ON BEHALF OF CADWALADER, WICKERSHAM & TAFT LLP**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Julian S.H. Chung, Esq., being duly sworn, upon her oath, deposes and says:

1. I am a partner at the law firm of Cadwalader, Wickersham & Taft LLP, located at One World Financial Center, New York, New York 10281 (the "Firm").

2. This Second Supplemental Affidavit and Disclosure Statement modifies the disclosure made in the Affidavit and Disclosure Statement of Julian S.H. Chung, Esq. filed on December 16, 2008 [Docket No. 2261] and the Supplemental Affidavit and Disclosure Statement of Julian S.H. Chung, Esq. filed on January 21, 2010 [Docket No. 6722], which are incorporated by reference herein.

3. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-affiliates, "Lehman"), have requested that the Firm provide legal services to certain of the Debtors, and the Firm has consented to provide such services.

4. The Firm historically has represented, and continues to represent, various clients which have some connection to these chapter 11 cases. Specifically, the Firm has been retained

by Colorado Housing and Finance Authority ("CHFA") to represent it in connection with the termination of multiple derivative contracts with Lehman Brothers Special Financing Inc. and Lehman Brothers Financial Products, Inc. The Firm's representation of CHFA, in our opinion, does not represent interests adverse to the Debtors with respect to the matters on which the Firm is to be engaged, and accordingly, the Firm's engagement should be consistent with section 327(e) of the Bankruptcy Code.

5. The Firm has supplemented the attached Exhibit B, which includes a complete list of its clients connected to these chapter 11 cases and a description of the Firm's representations as it relates to those clients, to include CHFA.

By: 

Subscribed and sworn to before me
this 3rd day of December, 2010


Notary Public

ANGELA M. WILLIAMS
Notary Public, State of New York
No. 01WI4917470
Qualified in Nassau County
Commission Expires January 19, 2014

Second Amended Exhibit B

Client	Brief Description of Representation
1991 Investment Company (“Gene Furnish”)	Representation of 1991 Investment Company (“Gene Furnish”) in connection with filing proofs of claim for fund-linked warrants against Lehman. Gene Furnish may have claims against LBSF and LBHI. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.
Airlie CDO I. Airlie LCDO I (Aviv LCDO 2006-3) Airlie LCDO II (Pebble Creek 2007-1) Aviv LCDO 2006-1 Aviv LCDO 2006-2 Exum Ridge CBO 2006-1 Exum Ridge CBO 2006-2 Exum Ridge CBO 2006-4 Exum Ridge CBO 2006-5 Exum Ridge CBO 2007-1 Exum Ridge CBO 2007-2 Pebble Creek LCDO 2006-1 Pebble Creek LCDO 2007-2, LLC Pebble Creek LCDO 2007-3 SGS HY Credit Fund I (Exum Ridge CBO 2006-3) White Marlin CDO 2007-1 (collectively, the “Issuers”)	Representation of the Issuers in connection with derivative contracts involving Lehman Brothers Special Financing Inc. (“LBSF”) as a counterparty. The Issuers may have claims against LBSF. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.

Agricultural Bank of China	Representation of Agricultural Bank of China in connection with trades and derivative contracts where LBSF acted as a counterparty, non-Debtor Lehman Brothers International (Europe) (“LBIE”) acted as counterparty and calculation agent, non-Debtor Lehman Brothers Treasury BV (“LBT”) acted as an issuer, and Lehman Brothers Holdings Inc. (“LBHI”) acted as guarantor. Agricultural Bank of China may have claims against LBSF, LBIE, LBT and LBHI. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
Ajax Re Limited	Representation of Ajax Re Limited (“Ajax Re”) in connection with a derivative contract involving LBSF as a counterparty and LBHI as a guarantor. Ajax Re has claims against LBSF and LBHI. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.
Allianz SpA and affiliates	Representation of Allianz SpA and certain subsidiaries of the Allianz Group (“Allianz”) in connection with certain Euro Medium Term Notes involving LBT as an issuer and LBHI as an issuer or guarantor. Allianz may have claims against LBT and LBHI. These matters are unrelated to the matters for which CWT is to be employed as an ordinary course professional.
Amsterdam House Continuing Care Retirement Community, Inc.	Representation of Amsterdam House Continuing Care Retirement Community, Inc. (“Amsterdam House”) in connection with a derivative contract involving LBSF as a counterparty and LBHI as a guarantor. When the derivative contract is terminated Amsterdam House may have claims against LBSF and LBHI or LBSF may have claims against Amsterdam House. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.

Bank of America	Representation of Merrill Lynch Credit Products, LLC in connection with a derivative contract involving LBSF as a counterparty and LBHI as a guarantor. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
Barclays Capital	Representation of Barclays Capital (“Barclays”) in connection with the Pine CLO involving LBHI and its affiliated debtors. Barclays may have claims against LBHI and its affiliated debtors. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
Capstone Volatility Master (Caymen-Ltd) and affiliates	Representation of Walkers Corporate Services Ltd in connection with a derivative contract involving LBSF as a counterparty and LBHI as a guarantor. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.
Chilton New Era Partners, L.P.*	Representation of Chilton New Era Partners, L.P. (“Chilton”) in connection with prime brokerage and margin lending agreements with Lehman Brothers Inc. (“LBI”) and LBIE. Chilton may have claims against LBI, LBIE, and LBHI. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
CIFG Holding, Ltd.	Representation of CIFG Holding, Ltd. (“CIFG”) in connection with derivative contracts involving LBSF as a counterparty. CIFG may have claims against LBSF. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
Citibank, N.A. and affiliates*	Representation of Citibank, N.A. and its affiliates (“Citibank”) in connection with the chapter 11 cases of LBHI and its affiliated debtors. Citibank may have claims against LBHI and its affiliated debtors. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.

Coast Diversified Fund Ltd.	Representation of Coast Diversified Fund Ltd. ("Coast Fund") in connection with derivative contracts involving LBSF as a counterparty. Coast Fund may have claims against LBSF. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
Colorado Housing and Finance Authority	Representation of Colorado Housing and Finance Authority in connection with the termination of multiple derivative contracts with LBSF and Lehman Brothers Financial Products, Inc. ("LBFP"). This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
Credit Suisse and affiliates*	Representation of Credit Suisse and certain affiliates ("Credit Suisse") in connection with the termination of multiple trading contracts with multiple Lehman debtors. Credit Suisse may have claims against multiple Lehman debtors. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
CQS and affiliates	Representation of affiliates of CQS in connection with the chapter 11 cases of LBHI and its affiliated debtors. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.
Ellington Management Group LLC	Representation of Ellington Management Group LLC in connection with the chapter 11 cases of LBHI and its affiliated debtors. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
Eton Park Fund, L.P. and Eton Park Master Fund, Ltd	Representation of Eton Park Fund, L.P. and Eton Park Master Fund, Ltd. ("Eton Park") in connection with derivative contracts and trading agreements with LBSF and LBIE. Eton Park may have claims against LBSF, LBIE and LBHI. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.

The Falconwood Corporation	Representation of the Falconwood Corporation in connection with three SIPC claims filed against LBI as the SEC-registered broker-dealer. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
Fondazione Monte Dei Paschi di Siena	Representation of Fondazione Monte Dei Paschi di Siena in connection with a claim against LBHI. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
Fortis Americas and affiliates*	Representation of Fortis Americas and certain affiliates (“Fortis”) in connection with claims on debt issued by multiple Lehman debtors and in connection with the termination of multiple trading contracts with multiple Lehman debtors. Fortis may have claims against multiple Lehman debtors. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
Fortress Investment Group LLC and related affiliates	Representation of Fortress Investment Group LLC and related affiliates (“Fortress”) in connection with derivative contracts and trading and loan agreements with LBSF, Lehman Brothers Commodity Services Inc. (“LBCS”) and Lehman Brothers Derivative Products Inc. (“LBDP”). Fortress may have claims against LBSF, LBCS and LBDP. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.

Hua An Fund Management Co. Ltd.	Representation of Hua An Fund Management Company Limited (“Hua An Fund”) in connection with certain structured investments, where LBSF acted as counterparty to a derivative contract, LBIE and Lehman Brothers Commercial Paper, Inc. (“LCPI”) acted as calculation agent, and non-Debtor Lehman Brothers Finance S.A. (“LBFS”) acted as guarantor. Hua An Fund may have claims against LBSF, LBIE, LCPI and LBFS. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.
Invesco Senior Secured Management	Representation of Invesco Senior Secured Management in connection with derivative and guarantee claims against LBSF and LBHI. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.
Joint Provisional Liquidators of Lehman Re (the "Joint Provisional Liquidators")	Representation of Peter Mitchell and Geoff Hunter, the Joint Provisional Liquidators of Lehman Re (the "Joint Provisional Liquidators") in Lehman Re's liquidation proceedings pending in Bermuda. The Joint Provisional Liquidators may have claims against LBHI, LBI and LCPI arising out of the liquidation proceedings. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
Lehman Brothers MLP Opportunity Fund L.P.*	Representation of Lehman Brothers MLP Opportunity Fund L.P. and Lehman Brothers CDO Opportunity Fund L.P. (collectively, the “Lehman Opportunity Funds”) in connection with prime brokerage and margin lending agreements with LBI and LBIE. The Lehman Opportunity Funds may have claims against LBI, LBIE, and LBHI. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.

<p>Lehman Brothers CDO Opportunity Partners 2004-1, L.P. Lehman Brothers CDO Opportunity Partners 2004-2, L.P. Lehman Brothers CDO Opportunity Partners 2004-3, L.P. Lehman Brothers CDO Opportunity Partners 2004-4, L.P. Lehman Brothers CDO Opportunity Partners II-A, L.P. Lehman Brothers CDO Opportunity Partners II-B, L.P. Lehman Brothers CDO Opportunity Partners II-C, L.P. Sagamore CLO, Ltd. Saratoga CLO I, Limited Champlain CLO Ltd. (collectively, the “Issuers”)</p>	<p>Representation of the Issuers in connection with derivative contracts and master repurchase agreements where Lehman Brothers Special Financing Inc. (“LBSF”) acted as a counterparty, non-Debtor Lehman Brothers International (Europe) (“LBIE”) acted as counterparty, and Lehman Brothers Holdings Inc. (“LBHI”) acted as guarantor. The Issuers may have claims against LBSF, LBIE and LBHI.</p>
<p>LNR Partners, Inc</p>	<p>Representation of LNR Partners, Inc regarding the acceleration of defaulted securitized loan and impact of bankruptcy of the mezzanine lender.</p>
<p>Loancore Capital</p>	<p>Representation of Loancore in the purchase of a senior participation interest in an operating store loan from Goldman Sachs.</p>
<p>Morgan Stanley & Co. Incorporated and affiliates*</p>	<p>Representation of Morgan Stanley & Co. Incorporated and certain of its affiliates (“Morgan Stanley”) in connection with derivative contracts and trading and loan agreements with LBI, LBIE, LBSF, Lehman Brothers Commercial Corporation (“LBCC”), LBCS, LBFSA and EF Hutton & Company Inc. (Lehman Brothers Inc.) (“EF Hutton”). Morgan Stanley may have claims against LBI, LBIE, LBSF, LBCC, LBCS, LBFSA and EF Hutton. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.</p>
<p>Newton Re Limited</p>	<p>Representation of Newton Re Limited (“Newton Re”) in connection with a derivative contract involving LBSF as a counterparty and LBHI as guarantor. Newton Re has claims against LBSF and LBHI. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.</p>
<p>Polygon Global Opportunities Master Fund</p>	<p>Representation of Polygon in connection with derivative and guarantee claims against LBHI. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.</p>

The Salvation Army	Representation of the Salvation Army in connection with claims derivative contracts with LBSF and guarantee claims against LBHI. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
TPG-Axon Partners, LP and affiliates	Representation of TPG-Axon Partners, LP and affiliates in connection with claims against LBHI and LBOD. These matters are unrelated to the matters for which CWT is employed as an ordinary course professional.
WestLB AG*	Representation of WestLB AG ("WestLB") in connection with a contingent management agreement entered into with LBFP, in relation to a derivative portfolio. WestLB may have claims against LBFP. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
Whippoorwill Associates, Inc.	Representation of Whippoorwill Associates, Inc. ("Whippoorwill") in connection with certain trade confirmations entered into with LCPI. Whippoorwill may have claims against LCPI. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
William D. Griffin, CFA	Representation of William D. Griffin, CFA ("William") in connection with filing proofs of claim for (i) fund-linked warrants and (ii) deferred compensation claims. William may have claims against multiple Lehman debtors. This matter is unrelated to the matters for which CWT is employed as an ordinary course professional.
Willow Re Ltd.	Representation of Willow Re Ltd. ("Willow Re") in connection with a derivative contract involving LBSF as a counterparty and LBHI as a guarantor. Willow Re has claims against LBSF and LBHI. This matter is unrelated to the matters for which CWT is to be employed as an ordinary course professional.

* Cadwalader, Wickersham & Taft LLP (“CWT”)’s representation of these entities was previously disclosed in the Verified Statement of Cadwalader, Wickersham & Taft LLP Pursuant to Bankruptcy Rule 2019(a), filed October 7, 2008, and the First Amended Verified Statement of Cadwalader, Wickersham & Taft LLP Pursuant to Bankruptcy Rule 2019(a), filed October 30, 2008 (collectively, the “2019(a) Statements”). In addition, with respect to the 2019(a) Statements, please note that CWT no longer represents FXCM Holdings, LLC, LibertyView Credit Opportunities Fund, L.P., LibertyView Credit Select Fund, L.P., LibertyView Funds, L.P., LibertyView Global Risk Arbitrage Fund, L.P., or LibertyView Special Opportunities Fund, L.P. CWT will, as appropriate, continue to amend its 2019(a) Statements as and to the extent required during the course of these cases.